



EQUIPMENT GROUP

RECORDATION NO. 15193-B Filed 1425

JUL 2 1987 - 3 25 PM

INTERSTATE COMMERCE COMMISSION

July 1, 1987

RECORDATION NO. 15193-C Filed 1425

JUL 2 1987 - 3 25 PM

INTERSTATE COMMERCE COMMISSION
100 North Charles Street
Baltimore, MD 21201

7-183A057

Ms. Noreta R. McGee, Secretary
Interstate Commerce Commission
12th Street & Constitution Avenue, N.W.
Washington, DC 20423

Dear Ms. McGee:

Re: Documents for Recordation
49 USC § 11303

No. 15193-B
Date JUL 2 1987
Fee \$ 20.00

ICC Washington, D.C.

I have enclosed an original and copies of the documents described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

(A) The first document, identified as "First Amendment to Lease of Railroad Equipment" is dated April 1, 1987. A memorandum of the aforementioned lease, dated February 16, 1987, is on file with the Commission and bears filing number 15193. I believe this document should bear filing number 15193-B.

The names and addresses of the parties to the documents are as follows:

Lessor: HM Joint Venture, a Kentucky joint venture
c/o Helms Equipment Leasing Corporation
One Embarcadero Center
San Francisco, CA 94111

Lessee: CSX Transportation, Inc.
Attn: Treasury Department
100 North Charles Street
Baltimore, MD 21201

Lender: First National Bank of Louisville
P.O. Box 36000
Louisville, KY 40233

Jul 2 3 18 PM '87
100 OFFICE OF
TREASURY
MOTOR OPERATING UNIT

A description of the equipment covered by the document follows:

Three hundred, 100-ton open top hopper cars, all having AAR mechanical designation H450 and having reporting marks C&O 10000-10330. (Thirty of the foregoing numbers will be held in reserve.)

(B) The second document, identified as "First Amendment to Non-Recourse Note and Security Agreement" is dated April 1, 1987. A memorandum of the aforementioned document, dated March 11, 1987 concerns the identical equipment and is also on file with the Commission, bearing filing number 15193-A. I believe this document should bear filing number 15193-C.

Ms. Noreta R. McGee
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The names and addresses of the parties to the document are as follows:

Debtor: HM Joint Venture, A Kentucky joint venture
c/o Helm Equipment Leasing Corporation
One Embarcadero Center
San Francisco, CA 94111

Secured Party: First National Bank of Louisville
P.O. Box 36000
Louisville, KY 40233

Acknowledging
Party: CSX Transportation, Inc.
Attn: Treasury Department
100 North Charles Street
Baltimore, MD 21201

A description of the equipment covered by the document follows:

Three hundred, 100-ton open top hopper cars, all having AAR mechanical designation H450 and having reporting marks C&O 10000-10330. (Thirty of the foregoing numbers will be held in reserve.)

Five (5) originals of the lease amendment and one (1) original and four (4) copies of the note are enclosed. After filing, please return the originals and all extra copies of the documents to me at the following address:

John W. Humes, Jr.
Senior General Attorney
CSX Transportation
100 North Charles Street
Baltimore, MD 21201

A check in the amount of \$20.00 for the total filing fee of both documents is enclosed.

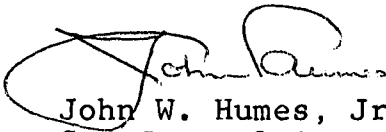
A short summary of each document follows:

A. Amendment to Primary Document: An amendment to a lease between HM Joint Venture, c/o Helm Equipment Leasing Company, One Embarcadero Center, San Francisco, California, as Lessor and CSX Transportation, Inc., 100 North Charles Street, Baltimore, MD 21201, as Lessee, covering three hundred 100-ton open top hopper cars.

Ms. Noreta R. McGee
July 1, 1987
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B. Amendment to Secondary Document: An amendment to a note/agreement between HM Joint Venture, c/o Helm Equipment Leasing Company, One Embarcadero Center, San Francisco, CA 94111, Debtor, First National Bank of Louisville, P.O. Box 36000, Louisville, KY 40233, as Secured Party; and CSX Transportation, Inc., Attn: Treasury Department, 100 North Charles Street, Baltimore, MD 21201, as Acknowledging Party; covering three hundred 100-ton open top hopper cars.

Very truly yours,


John W. Humes, Jr.
Sr. General Attorney

JWH/plb

Enclosures

bc: Ms. L.C.H. Blumer
Mr. G. R. Guess

REGISTRATION NO. 15193-C
FILED 1429

JUL 2 1987 -3

INTERSTATE COMMERCE COMMISSION

FIRST AMENDMENT TO NON-RECOURSE NOTE AND SECURITY AGREEMENT

THIS AGREEMENT, entered into as of April 1, 1987, between HM Joint Venture, a joint venture organized under the laws of the state of Kentucky (hereinafter called the "Debtor") and First National Bank of Louisville, a national banking association (hereinafter called the "Secured Party").

WHEREAS, the Debtor and the Secured Party entered into a Non-Recourse Note and Security Agreement dated March 11, 1987 (the "Note"). All terms not defined herein shall have the same meaning as in the Note;

WHEREAS, the Debtor and the Secured Party desire to change the installment dates for repayment of the loan secured by the Note.

NOW, THEREFORE, the parties hereby agree to amend the Note as follows:

1. Change of Installment Dates. The installment dates of April 1 and October 1, stated in the first paragraph of the first page of the Note are hereby changed to May 1 and November 1 in all cases.

2. Interim Interest. Debtor shall pay the Secured Party interim interest at the rate specified in the Note on the principal amount specified in the Note.

3. Note Ratified and Affirmed. All other provisions of the Note are ratified and reaffirmed.

IN WITNESS WHEREOF, the First Amendment to Note and Security Agreement has been executed by the authorized officials of the parties as of the date first above-written.

[SEAL]
Attest:

Title: Wes

HM JOINT VENTURE
BY: HELM EQUIPMENT LEASING
CORPORATION

By: Don R. Ellis

Title: EVP

[SEAL]
Attest:

Title: Dennis K. Hurst

Title: Asst. Secretary

FIRST NATIONAL BANK OF
LOUISVILLE

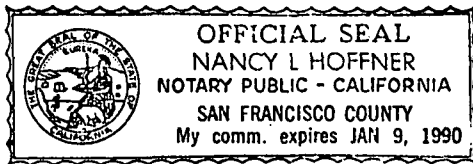
By: J. E. Vittitow

Title: Sr. Vice-President

STATE OF CALIFORNIA)
) ss.
COUNTY OF SAN FRANCISCO)

I, NANCY L. HOFFNER, a Notary Public in and for the state and county aforesaid, do hereby certify that DAVID R. ECKLES, of HELM EQUIPMENT LEASING CORPORATION, a California corporation, whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that he is EXECUTIVE VICE PRES., he signed, sealed and delivered the aforesaid instrument and caused the corporate seal of said corporation to be affixed thereto, pursuant to the authority of its Board of Directors, as his free and voluntary act and as the free and voluntary act and deed of said corporation for the uses and purposes therein set forth.

Given under my hand notarial seal this 3RD day of June, 1987.



Nancy L. Hoffner
Notary Public

My commission expires

January 9, 1990

STATE OF KENTUCKY)
) ss.
COUNTY OF Jefferson)

I, Darlene Sapp Watkins, a Notary Public in and for the state and county aforesaid, do hereby certify that J.E. Vittitow of FIRST NATIONAL BANK OF LOUISVILLE, a national banking association, whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that he is Sr. Vice President, he signed, sealed and delivered the aforesaid instrument and caused the corporate seal of said corporation to be affixed thereto, pursuant to authority of its Board of Directors, as his free and voluntary act and as the free and voluntary act and deed of said corporation for the uses and purposes therein set forth.

Given under my hand notarial seal this 18th day of June, 1987.

Darlene Sapp Watkins
Notary Public

My commission expires

Notary Public, State at Large, KY

My commission expires Apr. 10, 1989

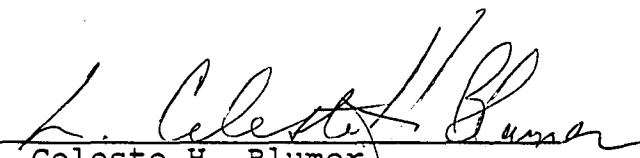
STATE OF CALIFORNIA)
) ss.
COUNTY OF SAN FRANCISCO)

AFFIDAVIT

I, L. Celeste H. Blumer, being first duly sworn, depose and say:

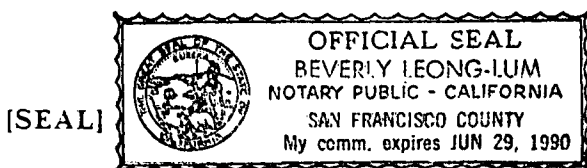
1. I am an attorney, licensed to practice in the State of California.

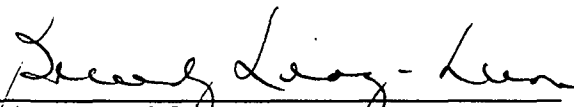
2. I have reviewed the attached copy of the First Amendment to Note and Security Agreement dated as of April 1, 1987 and compared said copy with the original document and found the copy to be complete and indetical in all respects to the original document.



L. Celeste H. Blumer

Subscribed and sworn to before me this 24th day of June, 1987 at San Francisco, California.





Notary Public